

NEW APPLICATION



0000162435

ARIZONA CORPORATION COMMISSION

APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF CERTIFICATE OF CONVENIENCE AND NECESSITY

WATER AND/OR SEWER

ORIGINAL

W-04249A-15-0260

W-20935A-15-0260

A. The name, address and telephone number of the Transferor (Company) is:
JAKE'S CORNER WATER SYSTEMS

1400 N Beeline Highway, Payson, Arizona 85541

(928)-474-1766

RECEIVED
2015 JUL 10 P 1:13
AZ CORP COMMISSION
DOCKET CONTROL

B. If doing business under a name other than the Transfer (Company) name, specify:

N/A

C. The Transfer is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input checked="" type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

Arizona Corporation Commission

DOCKETED

JUL 10 2015

D. List the name, address and telephone number of the attorney for the Transferor.

N/A

E. List the name, address and telephone number of management contact:

Michael R. Armstead

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

F. The name, address and telephone number of the Transferee (Company) is:

MANAGEMENT SYSTEMS, LLC

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

G. If doing business under a name other than the Transferee (Company) name, specify:

N/A

H. List the name, address and telephone number of the attorney for the Transferee.

N/A

I. List the name, address and telephone number of management contact:

Michael R. Armstead

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:

Michael R. Armstead

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

K.(Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:

Dean L. Shaffer

605 W Arabian Way, Payson, Arizona 85541

(928)-978-2286

L. The Transferee is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

M. If Transferee is a corporation:

1. List names of Officers and Directors:

Officers

Directors

N/A

N/A

2. Indicate the number of shares of stock authorized to issue:

N/A

3. If stock has been issued, indicate the number of shares issued and the date of issue:

N/A

N. If Transferee is a partnership:

1. List the names of general partners:

Michael R. Armstead

2. List name, address and telephone number of managing partner:

Michael R. Armstead

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

- If Applicant is a foreign limited partnership, provide a copy of the Partnership's "Certificate of Registration" with the Arizona Secretary of State N/A

O. If Transferee is a sole proprietor, list name, address and telephone number of individual:

N/A

P. Have all customer security deposits been refunded? Yes ☒ No ☐. If no, mark the block below which describes the proposed disposition of security deposits.

☐ All security deposits will be refunded at time of closing.

☐ All security deposits will be transferred to the Transferee.

☐ Other (explain).

Q. Are there any refunds due on Main Extension Agreements? Yes ☐ No ☒. If Yes, mark the block below which describes the proposed disposition of the refunds.

☐ Transferor will continue to refund after the transfer.

☐ Transferee will assume the refunding obligations.

☐ A full refund will be made at closing by Transferor.

☐ Other (explain).

R. (WATER ONLY) Are there any refunds due on meter and service line installations?

Yes ☐ No ☒. If Yes, mark the block below that describes the proposed disposition of refunds.

☐ Transferor will continue to refund after the transfer.

☐ Transferee will assume the refunding obligations.

☐ A full refund will be made at closing by Transferor.

☐ Other (explain).

S. (Transferee) Attach the following exhibit(s):

1. Copy of bill of sale, purchase contract or other instrument, which conveys the assets to the transferee.
2. Articles of Incorporation (if corporation)
3. By-Laws (if corporation)
4. Certificate of Good Standing (if corporation)
5. Articles of Partnership (if partnership)
6. Articles of Organization (if limited liability company)
7. Corporate Resolution if required by Articles of Incorporation
8. Attach a copy of the transfer of City or County Franchise from the Transferor to Transferee.

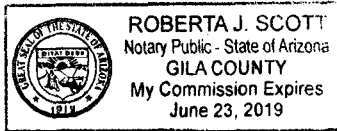
T. List names and addresses of any other public utility interest Transferee has:

1. _____ N/A _____
2. _____

U. Indicate the date that notice of the application was sent, or will be sent to the customers.

____ July 13 _____, 20 15 .

DATED the _____ day of _____, 20____



[Signature]
(Signature of Authorized Representative of Transferor)

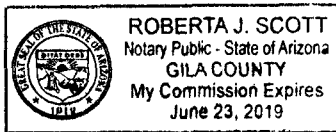
JAKE'S CORNER WATER SYSTEM

Kacy J. Parker

SUBSCRIBED AND SWORN to before me on this 8th day of July 2015

[Signature]
NOTARY PUBLIC

My Commission Expires June 23, 2019



[Signature]
(Signature of Authorized Representative of Transferee)

MANAGEMENT SYSTEMS, LLC

Michael R. Armstead, Managing Member

SUBSCRIBED AND SWORN to before me on this 8th day of July 2015

[Signature]
NOTARY PUBLIC

My Commission Expires June 23, 2019

ATTACHMENT "A"

JAKE'S CORNER WATER SYSTEMS

1400 N Beeline Highway

Payson, Arizona 85541

July 7, 2015

Docket Control

Arizona Corporation Commission

1200 W Washington St

Phoenix, Arizona 85007

Attached is an application by JAKE'S CORNER WATER SYSTEMS for approval of sale and transfer of certificate of convenience and necessity. The purpose of this application is to approve the sale and transfer the certificate of convenience and necessity.



Kacy J. Parker

ATTACHMENT "B"

EXAMPLE ONLY

PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS

AND/OR TRANSFER OF THE CERTIFICATE

OF CONVENIENCE AND NECESSITY

BY JAKE'S CORNER WATER SYSTEMS

JAKE'S CORNER WATER SYSTEMS has filed with the Arizona Corporation Commission ("Commission") an application for authority to sell its assets and/or transfer its Certificate of Convenience and Necessity to provide Water service to MANAGEMENT SYSTEMS, LLC. If the application is granted, MANAGEMENT SYSTEMS, LLC would be the exclusive provider of Water service to your area. MANAGEMENT SYSTEMS, LLC is under the jurisdiction of the Commission.

If you have any claims against JAKE'S CORNER WATER SYSTEMS, including claims for refunds of security deposits, service line and meter installations (WATER ONLY) or main extension agreements and you have not already been contacted by the Company, you must present your claim to JAKE'S CORNER WATER SYSTEMS on or before August 3, 2015. Direct your claim(s) to JAKE'S CORNER WATER SYSTEMS. 1400 N Beeline Highway. Payson, Arizona 85541 (928)-474-1766

The Commission will hold a hearing on this matter. As a property owner or customer you may have the right to intervene in the proceeding. If you do not want to intervene, you may appear at the hearing and make a statement on your own behalf. You may contact the Commission at the address and telephone number listed below for the date and time of the hearing and for more information on intervention. You may not receive any further notice of the proceeding unless requested by you.

If you have any questions or concerns about this application, have any objections to its approval, or wish to make a statement in support of it, you may contact the Consumer Services Section of the Commission at [1200 West Washington Street, Phoenix, Arizona 85007 or call 1 800-222-7000/400 West Congress, North Building, Room 218, Tucson, Arizona 85701 or call 1 800-535-0148].

State of Arizona

County: Gila

\$1.00 USD

Bill of Sale of Personal Property

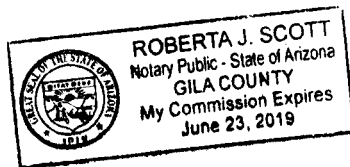
IN CONSIDERATION OF the sum of \$1.00 USD, inclusive of all sales taxes, paid by cash, the receipt of which consideration is acknowledged, Kacy Parker of 1400 N. Beeline Highway Payson AZ. 85541 (the 'Seller'), SELLS AND DELIVERS to MANAGEMENT SYSTEMS LLC. of 211 W. Saddle lane Payson AZ. 85541 (the 'Purchaser'), the following personal property (the 'Property'):
Jake's Corner Water System all Assets and Certificate of Convenience and Necessity.

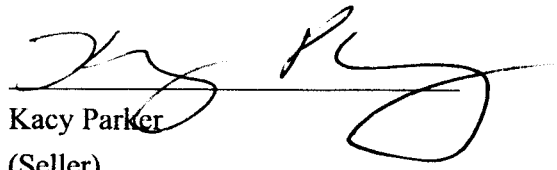
The Seller warrants that (1) the Seller is the legal owner of the Property; (2) the Property is free from all liens and encumbrances; (3) the Seller has full right and authority to sell and transfer the Property; and (4) the Seller will warrant and defend the title of the Property against any and all claims and demands of all persons.

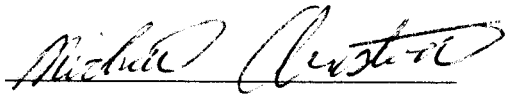
The Property is being sold in an 'as is' condition and the Seller expressly disclaims all warranties, whether expressed or implied, including but not limited to, any implied warranty of merchantability or fitness for a particular purpose. Further, the Seller disclaims any warranty as to the condition of the Property. The Seller does not assume, or authorize any other person to assume on the behalf of the Seller, any liability in connection with the sale of the Property. The Seller's above disclaimer of warranties does not, in any way, affect the terms of any applicable warranties from the manufacturer of the Property.


The Purchaser has been given the opportunity to inspect the Property or to have it inspected and the Purchaser has accepted the Property in its existing condition. This Bill of Sale will be construed in accordance with and governed by the laws of the State of Arizona.

SIGNED, SEALED, AND DELIVERED
this 1st day of July, 2015.




Kacy Parker
(Seller)


MANAGEMENT SYSTEMS LLC.
(Purchaser)

 KJP

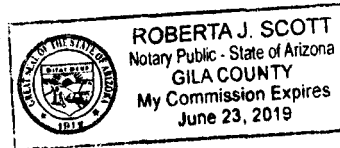
NOTARY ACKNOWLEDGMENT - SELLER

STATE OF ARIZONA


COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared Kacy Parker, whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and acknowledged that he/she executed the same.


Notary Public



My commission expires: June 23, 2019

 KJP

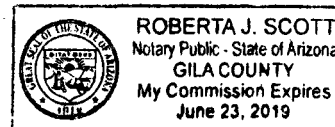
NOTARY ACKNOWLEDGMENT - PURCHASER

STATE OF ARIZONA


COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared MANAGEMENT SYSTEMS LLC. ,
whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and
acknowledged that he/she executed the same.


Notary Public



My commission expires: June 23, 2019

 KSP

AZ CORPORATION COMMISSION
FILED

JAN 23 2015

FILE NO. 1978770-9

AZ Corp. Commission



04888966

DO NOT WRITE IN THESE SPACES FOR AZCC USE ONLY.

ARTICLES OF ORGANIZATION

Read the Instructions 1010.

1. ENTITY TYPE - check only one to indicate the type of entity being formed:

☒ LIMITED LIABILITY COMPANY
(entity which does not contain the words "Limited Liability Company" or "LLC")

☐ PROFESSIONAL LIMITED LIABILITY COMPANY
(entity name must contain the words "Professional Limited Liability Company" or "PLLC")

2. ENTITY NAME - see Instructions 1010 for full naming requirements - give the exact name of the LLC:

MANAGEMENT SYSTEMS LLC

3. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES - If and only if professional LLC is checked in number 1 above, describe the professional service that the professional LLC will provide (examples: law firm, accounting, medical):

4. STATUTORY AGENT for service of process - see Instructions 1010	
4.1 REQUIRED - give the name (can be an Arizona resident or an Arizona-registered entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:	4.2 OPTIONAL - mailing address in Arizona of Statutory Agent (can be a P.O. Box):
<u>DOLLY ARMSTRONG</u>	
Address (optional): <u>211 W SADDLE LANE</u>	Address (optional):
Address 1: <u>PAISON</u>	Address 1:
Address 2 (optional): <u>AZ 85541</u>	Address 2 (optional): <u>AZ</u>
City: <u>PAISON</u>	City: <u>AZ</u>
4.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with these Articles of Organization.	

5. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 5.1 Is the Arizona known place of business address the same as the street address of the statutory agent? ☒ Yes - go to number 6 and continue
☐ No - go to number 5.2 and continue

- 5.2 If you answered "No" to number 5.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Address (optional):	
Address 1:	
Address 2 (optional):	
City: <u>U.S.A.</u>	State: <u>AZ</u>
Country: <u>U.S.A.</u>	Zip: <u></u>

LRM-002
Rev 2/04

Arizona Corporation Commission - Corporations Division
Page 1 of 2

6. **DURATION** - If the duration or life period of the LLC is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check only one box below and fill in the corresponding blank:

- ☐ The LLC's life period will end on the date: _____ (enter a date)
- ☐ The LLC's life period will end upon the occurrence of this event: (describe an event)
- _____
- _____

COMPLETE NUMBER 7 OR NUMBER 8 - NOT BOTH.

7. **MANAGER-MANAGED LLC** - see Instructions 1010 - check this box ☒ If management of the LLC will be vested in a manager or managers (meaning one or more managers will run the company) and complete and attach ONLY the **Manager Structure Attachment form 1040**. (Both members and managers will be listed on the Manager Structure Attachment.) The filing will be rejected if it is submitted without the attachment.

8. **MEMBER-MANAGED LLC** - see Instructions 1010 - check this box ☐ If management of the LLC will be reserved to the members (meaning all members will run the company together if there is no operating agreement stating otherwise), and complete and attach ONLY the **Member Structure Attachment form 1041**. (All members will be listed on the Member Structure Attachment.) The filing will be rejected if it is submitted without the attachment.

9. **ORGANIZER and SIGNATURE** - the individual or pre-existing entity submitting this document is the Organizer - list the name of the Organizer below. If the Organizer is an individual, that individual must sign below. If the Organizer is a pre-existing entity, provide the signature of the individual acting for that entity, then print the individual's name.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Organizer: Michael M. MSPAD

Michael M. MSPAD 1-21-15

Signature Date

Printed Name (if different than Organizer)

Filing Fee: \$50.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are non-refundable - see Instructions.	Mail: Arizona Corporation Commission Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4300
--	--

Pages for which the A.C.C. fees reflect only the minimum payment required by statute. The filer must make private-label payment for those matters that may pertain to the minimum costs of your business.

All documents filed with the Arizona Corporation Commission are public. Public information is available for review on the ACC's website.

If you have questions after reading the Instructions, please call 602-542-4300 or contact Arizona's attorney: 602-542-4300.

1/1/15
1/1/15

Arizona Corporation Commission - Corporate Filings Division
Page 2 of 2

DO NOT WRITE ABOVE THIS LINE (RESERVED FOR AZCC USE ONLY)

MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** - give the exact name of the LLC (foreign LLCs - give name in domicile state or country):
MANAGEMENT SYSTEMS LLC.
- A.C.C. FILE NUMBER** (if known):
Find the A.C.C. Number on the upper central filed documents OR on our website at: <http://www.azcc.gov/online/online.asp>
- MANAGERS / MEMBERS** - give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Use one block per person. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - do not check both member boxes. If more space is needed, use another Manager Structure Attachment form.

Name <u>MICHAEL PROSAPHO</u>	Name
Address 1 <u>70 W. SHADOCK LANE</u>	Address 1
Address 2 (optional) 	Address 2 (optional)
City <u>PHOENIX</u>	City
State or Territory <u>AZ</u>	State or Territory
Zip <u>85504</u>	Zip
Category <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	Category <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
Manager <input checked="" type="checkbox"/>	Manager <input type="checkbox"/>
Name 	Name
Address 1 	Address 1
Address 2 (optional) 	Address 2 (optional)
City 	City
State or Territory 	State or Territory
Zip 	Zip
Category <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	Category <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
Manager <input type="checkbox"/>	Manager <input type="checkbox"/>
Name 	Name
Address 1 	Address 1
Address 2 (optional) 	Address 2 (optional)
City 	City
State or Territory 	State or Territory
Zip 	Zip
Category <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	Category <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
Manager <input type="checkbox"/>	Manager <input type="checkbox"/>

LL0000
Rev 07/14

AZCC Corporate Documents - Corporating Division
Page 1 of 1

STATUTORY AGENT ACCEPTANCE

Please read Instructions M012

1. **ENTITY NAME** - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Macquart SYSTEMS LLC

2. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Dolly Annstarp

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Dolly Annstarp

Dolly Annstarp

8-26-15

REQUIRED - check only once:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
---	---

Filing Fee: none (regular processing) Expedited processing - not applicable. All fees are non-refundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-942-6100
---	---

Remember to submit your S.C.C. forms with only the minimum possible payment by check. You should visit www.azcc.gov for more details that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
 If you have questions after reading the Instructions, please call 800-942-6226 or (Phoenix Arizona only) 602-942-6226.

10/16/10
Rev 10/16/10

Arizona Corporation Commission - Corporate Filings Section
Page 3 of 4